

Exhibit D

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
(Eastern Division)

In re:

WOMEN'S APPAREL GROUP, LLC

Debtor.

)
)
) Chapter 11
) Case No. 11-16217 (JNF)
)
)
)

**NOTICE OF (I) INTENDED SALE OF SUBSTANTIALLY ALL OF THE DEBTOR'S
ASSETS FREE AND CLEAR OF ANY LIENS, CLAIMS, ENCUMBRANCES
INTERESTS, (II) DEADLINES AND PROCEDURES FOR SUBMITTING
OBJECTIONS, COUNTEROFFERS, OR BIDS AND (III) HEARING DATE**

PLEASE TAKE NOTICE that, pursuant to 11 U.S.C. § 363, Fed. R. Bankr. P. 2002(a)(2) and 6004, and MLBR 2002-5 and 6004-1. Women's Apparel Group, LLC (the "Debtor"), intends to sell substantially all of its assets free and clear of any and all liens, claims, encumbrances, and interests, of any kind or nature whatsoever, by a sale to Distinctive Apparel, Inc. ("DAI") under the terms of an Asset Purchase Agreement dated July 14, 2011 ("APA").

PLEASE TAKE FURTHER NOTICE that the Debtor is not seeking to assume or assign any executory contracts or unexpired leases at this time.

PLEASE TAKE FURTHER NOTICE that the Debtor has entered into the APA with DAI, by which DAI shall serve as the "stalking horse" bidder with respect to purchasing substantially all of the assets of the Debtor, subject to higher and better offers.

PLEASE TAKE FURTHER NOTICE that the Debtor is soliciting alternative buyers for the assets that are the subject of the APA. If the Debtor determines that such alternative buyer is the highest and best offer for its assets, and such offer contemplates the assumption and assignment of any executory contracts or unexpired leases, the Debtor will separately seek such assumption and assignment by motion to the Court, upon notice to, and an opportunity to be heard by, such counterparty.

PLEASE TAKE FURTHER NOTICE that the assets to be sold as provided in the APA will be sold free and clear of all liens, claims, encumbrances, and interests, with perfected, enforceable, valid liens to attach to the proceeds of the sale to the same extent, with the same validity, and in the same order of priority as existed under applicable law.

PLEASE TAKE FURTHER NOTICE that on _____, 2011, the Court entered an order approving certain bidding procedures in connection with the proposed sale to DAI under the APA. The Bid Procedures Order provides that the Debtor will pay a break-up fee equal to four percent (4.00%) of any successful bid accepted by the Debtor in the event that the Court fails to approve the sale under the APA to DAI and instead approves the sale of the assets under the terms of the APA to an entity that has submitted a higher and better offer for such assets and such sale closes.

PLEASE TAKE FURTHER NOTICE that the asset sale is more particularly described in the Bidding Procedures Order and in the Debtor's "Sale Motion" dated July 14, 2011. **The Bidding Order, Sale Motion, and APA are available upon request from the Debtor's undersigned counsel. Interested bidders are strongly advised to read such documents carefully. Any interested bidder may contact [NEED FINANCO TO FILL IN INFORMATION FOR CONTACT PERSON INCLUDING TELEPHONE NUMBER AND EMAIL ADDRESS]**

PLEASE TAKE FURTHER NOTICE that any counteroffer or bid for any of the assets being sold under the APA must comply with the terms and conditions set forth in the Bidding Procedures Order.

PLEASE TAKE FURTHER NOTICE that any person or entity interested in submitting a counteroffer or bid related to the assets being sold under the APA must comply with the terms and conditions set forth in the Bidding Procedures Order and must file such counteroffer or bid with the Clerk of Court, United States Bankruptcy Court, John W. McCormack Post Office and Court House, 5 Post Office Square, Suite 1150, Boston, MA 02109-3945 and serve it upon (1) counsel for the Debtor, Nutter, McClennen & Fish, LLP, Seaport West, 155 Seaport Blvd, Boston Massachusetts 02210, Attn: Richard S. Rosenstein, Esq., (2) the Office of the United States Trustee, John W. McCormack Post Office and Court House, 5 Post Office Square, Suite 1000, Boston, MA 02109, Attn: Paula Bachtell, and (3) counsel for DAI as secured creditor and stalking horse bidder, Choate, Hall & Stewart, Two International Place Boston, MA 02110 Attn: Douglas Gooding, Esq. so **that such counteroffer or bid is actually received no later than _____ on _____, 2011 (the "Bid Deadline").**

PLEASE TAKE FURTHER NOTICE that, in the event that one or more qualified counteroffers or bids are received in accordance with the Bid Procedures Order by the Bid Deadline, **an auction (the "Auction") will be held at the offices of counsel to the Debtor, Nutter, McClennen & Fish LLP, Seaport West, 155 Seaport Blvd, Boston, MA 02210** on _____ at _____, 2011.

PLEASE TAKE FURTHER NOTICE that a hearing to consider the Sale Motion and approval of the sale of assets in accordance with the APA to the DAI, or to any other successful bidder, is scheduled to take place before the Honorable Joan N. Feeney, on _____, 2011 at _____ m. as the United States Bankruptcy Court sitting in Boston at the John W. McCormack Post Office and Court House, 5 Post Office Square, Boston, MA 02109 in Court Room ____ (the "Sale Hearing").

PLEASE TAKE FURTHER NOTICE that any objections to the Sale Motion and/or

the sales of assets contemplated thereby must (a) be in writing; (b) state the legal and factual basis for such objection; and (c) be filed with the Clerk of Court, United States Bankruptcy Court, John W. McCormack Post Office and Court House, 5 Post Office Square, Suite 1150 Boston, MA 02109-3945 and be served on the all of the listed above Parties Identified above so as to be actually received by _____.2011 at ____ (the "Objection Deadline")

PLEASE TAKE FURTHER NOTICE that, any party who has (1) submitted a counteroffer or bid or (2) filed an objection to the Sale Motion is expected to be present at the hearing. If no counteroffers or bids are submitted by the Bid Deadline and/or no objections to the Sale Motion are filed by the Objection Deadline, the Court, in its discretion, may cancel the scheduled Auction and/or Sale Hearing and approve the sale contemplated thereby without further notice or hearing.

Dated: Boston. Massachusetts
July __, 2014

Respectfully submitted,

WOMEN'S APPAREL GROUP, LLC
By its counsel,
/s/ Richard S. Rosenstein
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